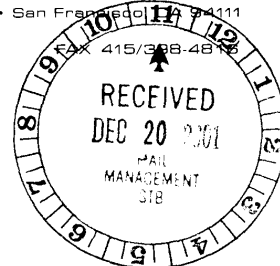


HELM

FINANCIAL CORPORATION

December 18, 2001

One Embarcadero Center • San Francisco, CA 94111
415/398-4510
FAX 415/398-4882



Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

RE: Termination of Lease of Railroad Equipment dated November 14, 2001 by Helm Financial Corporation ("**Lease Termination**").

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Three (3) fully-executed originals of the above-referenced Lease Termination.

In connection with the recording of the Lease Termination, please note the following information:

Name and Address of Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Name and Address of Lessee: Detroit Edison Company
2000 Second Ave.
Detroit, MI 48226

Equipment: 182 gondola railcars
DEEX 1001-3075 (Non Inclusive)

Please record this Lease Termination as a supplemental agreement to STB Recordation No. 16146 and 16146-B filed on January 9, 1989 and August 18, 1997, respectively. The filing fee of \$28,00 is included in our enclosed Check No. 47552 in the amount of \$308.00.

Summary: Termination of Lease of Railroad Equipment dated November 14, 2001 by Helm Financial Corporation for 182 gondola railcars, DEEX 1001-3075 (Non Inclusive), to be filed as a supplemental agreement. Please file this Lease Termination as a supplemental agreement to STB Recordation No. 16146.

Yours truly,

Sharon L. Van Fossan
Supervisor Contract Administration

/svf
Enclosures (3)

RECORDATION NO. 16146-D FILED

DEC 21 '01 3-05 PM

SURFACE TRANSPORTATION BOARD

TERMINATION OF LEASE

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is dated as of November 14, 2001 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. **Recitals.** Lessor entered into the Railroad Equipment Lease Agreement dated as of December 26, 1988 and Amendment No. 2 thereto dated as of February 5, 1997 ("**Lease**") with The Detroit Edison Company, a Michigan corporation, with respect to the one hundred eight-two (182) railcars described in Schedule A attached hereto. The Lease and Amendment No. 2 are on file at the Surface Transportation Board of the Department of Transportation ("**STB**") under STB Recordation No. 16146 filed on January 9, 1989 and STB Reocordation No. 16146-B filed on August 18, 1997.

The Lease was terminated on December 31, 1999. The purpose of this Termination of Lease is to provide a formal termination document for filing with the STB.

2. **Termination.** The Lease is hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination of Lease to be signed in its corporate name as of the date first above written.

HELM FINANCIAL CORPORATION

By: Barbara W. Wilson
Name: Barbara W. Wilson
Title: Senior Vice President & CFO

RECORDATION NO. 16146-D FILED

DEC 21 '01 3-05 PM

SURFACE TRANSPORTATION BOARD

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On November 15th, 2001, before me, J.L. Pat Taft
personally appeared Barbara W. Wilson, Senior Vice President and Chief
Financial Officer of **HELM FINANCIAL CORPORATION**,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence

to be the person(~~s~~) whose name(~~s~~) is/~~are~~ subscribed to the within
instrument and acknowledged to me that ~~he~~/she/~~they~~ executed the same in
~~his~~/her/~~their~~ authorized capacity(~~ies~~), and that by ~~his~~/her/~~their~~
signature(~~s~~) on the instrument the person(~~s~~), or the entity upon behalf
of which the person(~~s~~) acted, executed the instrument.

Witness my hand and official seal.

J.L. Pat Taft
SIGNATURE OF THE NOTARY

SCHEDULE A

To the Termination of Lease dated November 14, 2001

Equipment Description:

One hundred eighty-two (182), 5,160 cubic foot, aluminum body, steel underframe, high side, rotary dump gondola railcars; built by Fruehauf Railcar Division in 1970 and 1971.

Mark and Number		Mark and Number		Mark and Number		Mark and Number	
1	DEEX 1001	47	DEEX 1060	93	DEEX 2042	139	DEEX 3018
2	DEEX 1003	48	DEEX 1061	94	DEEX 2043	140	DEEX 3019
3	DEEX 1004	49	DEEX 1062	95	DEEX 2045	141	DEEX 3020
4	DEEX 1005	50	DEEX 1064	96	DEEX 2046	142	DEEX 3021
5	DEEX 1006	51	DEEX 1066	97	DEEX 2047	143	DEEX 3023
6	DEEX 1007	52	DEEX 1067	98	DEEX 2048	144	DEEX 3024
7	DEEX 1008	53	DEEX 1068	99	DEEX 2049	145	DEEX 3025
8	DEEX 1009	54	DEEX 1070	100	DEEX 2050	146	DEEX 3026
9	DEEX 1010	55	DEEX 1072	101	DEEX 2051	147	DEEX 3027
10	DEEX 1011	56	DEEX 1073	102	DEEX 2052	148	DEEX 3028
11	DEEX 1012	57	DEEX 1074	103	DEEX 2054	149	DEEX 3029
12	DEEX 1013	58	DEEX 1077	104	DEEX 2055	150	DEEX 3031
13	DEEX 1016	59	DEEX 1078	105	DEEX 2056	151	DEEX 3032
14	DEEX 1017	60	DEEX 1079	106	DEEX 2057	152	DEEX 3033
15	DEEX 1018	61	DEEX 1080	107	DEEX 2058	153	DEEX 3034
16	DEEX 1020	62	DEEX 2001	108	DEEX 2059	154	DEEX 3035
17	DEEX 1021	63	DEEX 2002	109	DEEX 2060	155	DEEX 3036
18	DEEX 1022	64	DEEX 2003	110	DEEX 2061	156	DEEX 3037
19	DEEX 1023	65	DEEX 2004	111	DEEX 2062	157	DEEX 3039
20	DEEX 1024	66	DEEX 2005	112	DEEX 2064	158	DEEX 3040
21	DEEX 1025	67	DEEX 2006	113	DEEX 2065	159	DEEX 3041
22	DEEX 1026	68	DEEX 2009	114	DEEX 2066	160	DEEX 3042
23	DEEX 1027	69	DEEX 2010	115	DEEX 2067	161	DEEX 3043
24	DEEX 1028	70	DEEX 2011	116	DEEX 2069	162	DEEX 3044
25	DEEX 1029	71	DEEX 2013	117	DEEX 2071	163	DEEX 3045
26	DEEX 1030	72	DEEX 2014	118	DEEX 2072	164	DEEX 3046
27	DEEX 1031	73	DEEX 2016	119	DEEX 2074	165	DEEX 3047
28	DEEX 1033	74	DEEX 2018	120	DEEX 2076	166	DEEX 3049
29	DEEX 1034	75	DEEX 2019	121	DEEX 2077	167	DEEX 3051
30	DEEX 1035	76	DEEX 2020	122	DEEX 2078	168	DEEX 3052
31	DEEX 1036	77	DEEX 2022	123	DEEX 2079	169	DEEX 3055
32	DEEX 1038	78	DEEX 2023	124	DEEX 2081	170	DEEX 3056
33	DEEX 1041	79	DEEX 2024	125	DEEX 2083	171	DEEX 3057
34	DEEX 1044	80	DEEX 2025	126	DEEX 3001	172	DEEX 3058
35	DEEX 1045	81	DEEX 2027	127	DEEX 3002	173	DEEX 3061
36	DEEX 1047	82	DEEX 2028	128	DEEX 3003	174	DEEX 3062
37	DEEX 1048	83	DEEX 2029	129	DEEX 3004	175	DEEX 3063
38	DEEX 1049	84	DEEX 2030	130	DEEX 3005	176	DEEX 3064
39	DEEX 1050	85	DEEX 2032	131	DEEX 3006	177	DEEX 3067
40	DEEX 1053	86	DEEX 2034	132	DEEX 3007	178	DEEX 3068
41	DEEX 1054	87	DEEX 2035	133	DEEX 3008	179	DEEX 3072
42	DEEX 1055	88	DEEX 2036	134	DEEX 3009	180	DEEX 3073
43	DEEX 1056	89	DEEX 2037	135	DEEX 3010	181	DEEX 3074
44	DEEX 1057	90	DEEX 2039	136	DEEX 3012	182	DEEX 3075
45	DEEX 1058	91	DEEX 2040	137	DEEX 3014		
46	DEEX 1059	92	DEEX 2041	138	DEEX 3016		